

BUSCH RALPH B III

Form 4

January 23, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BUSCH RALPH B III

(Last) (First) (Middle)

C/O BERRY PETROLEUM
COMPANY, 1999 BROADWAY,
SUITE 3700

(Street)

DENVER, CO 80202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

BERRY PETROLEUM CO [BRY]

3. Date of Earliest Transaction
(Month/Day/Year)

01/06/2012

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Class A Common Stock				(A) or (D)			
			Code	V	Amount	(D)	Price
					140,468	D	
Class A Common Stock					70,000	I	As Co-Trustee of Charitable Trust
Class A Common Stock					7,250	I	Busch Family Foundation

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Class A Common Stock						14,526	I	As Custodian for Minor Children
Class A Common Stock	01/06/2012	S	83	D	\$ 44.4845	123,500	I	As Co-Trustee of Union Bank Trust Shares

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
Nonstatutory Stock Options 12-2-02	\$ 8.07					12/02/2002	Class A Common Stock	10,000
Nonstatutory Stock Options 12-2-03	\$ 9.61					12/02/2003	Class A Common Stock	10,000
Nonstatutory Stock Options 12-2-04	\$ 21.77					12/02/2004	Class A Common Stock	10,000
Nonstatutory Stock Option 12-15-05	\$ 30.645					12/15/2005	Class A Common Stock	10,000

Phantom Stock Units <u>(1)</u>	\$ 0 <u>(1)</u>	08/08/1988 ⁽²⁾	08/08/1988 ⁽²⁾	Class A Common Stock	44,700
Nonstatutory Stock Option 12-15-06	\$ 32.565	12/15/2006	12/14/2016	Class A Common Stock	10,000
2007 Restricted Stock Unit <u>(1)</u>	\$ 0	01/01/2008 ⁽³⁾	12/13/2017 ⁽⁴⁾	Class A Common Stock	1,000
NSO 2007	\$ 43.61	12/14/2007	12/13/2017	Class A Common Stock	3,900
March 2011 Director RSU	\$ 0	03/02/2011	03/02/2021	Class A Common Stock	2,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BUSCH RALPH B III C/O BERRY PETROLEUM COMPANY 1999 BROADWAY, SUITE 3700 DENVER, CO 80202				

Signatures

Kenneth A Olson under POA for Ralph Busch 01/23/2012

****Signature of Reporting Person**

Date _____

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) 1 for 1
- (2) Phantom Stock Units acquired under the Company's Non-Employee Director Deferred Compensation Plan in a transaction exempt under Rule 16b-3(c). Shares of Common Stock are issued under terms of the Plan upon resignation from the board of directors.
- (3) The RSU granted is 100% vested at the date of grant but the receipt of shares are subject to a deferral period which is generally at least four years from the grant date as per the deferral election.
- (4) The RSU is subject to a deferral election. Shares of Class A Common Stock will be delivered to the reporting person as per the terms of the deferral election.

Remarks:

This Form 4 is being filed to report the shares sold from Union Bank which affects Mr. Busch's holdings but that he does not c

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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